

United States Bankruptcy Court

Southern District of New York

In re **Lehman Brothers Holdings Inc.**, Case Nos. **08-13555**  
**Jointly Administered**

**AMENDED TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Serengeti Overseas MM L.P.

Goldman Sachs Lending Partners LLC

\_\_\_\_\_  
Name of Transferee

\_\_\_\_\_  
Name of Transferor

Original Court Claim #: 33658 (\$8,897,345.32, the  
"Total Claim Amount")

Transferred Claim: 50.00% or \$4,448,672.66 of the  
Total Claim Amount.

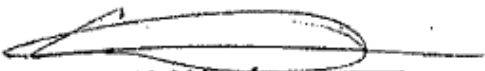
**\*\*This amends previously filed Claim #33658 (Docket # 10313)\*\***

Name and Address where notices to Transferee  
should be sent:

Serengeti Overseas MM L.P.  
632 Broadway, 12<sup>th</sup> Floor  
New York, NY 10012  
Attn: Shaker Choudhury  
Tel: 212-672-2248  
Email: schoudhury@serengeti-am.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

SERENGETI OVERSEAS MM L.P.  
By: Serengeti Asset Management LP,  
as the Investment Adviser

By:   
Name: **Wai-Yen Lau**  
Title: **Director**

Date: June 29, 2010

[Execution Version]

**EVIDENCE OF TRANSFER OF CLAIM**


**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, GOLDMAN SACHS LENDING PARTNERS LLC ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to SERENGETI OVERSEAS MM L.P. ("Purchaser") 50% of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Lehman Brothers Holdings Inc. ("LBHI") (the "Debtor"), the debtor in Case No. 08-13555 (JMP) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 33658) (50% of such claim) filed by Seller or its predecessor-in-interest with the Bankruptcy Court in respect of the foregoing claim.

Seller hereby waives any objection to the transfer of 50% of the claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser 50% of the foregoing claim, recognizing Purchaser as the sole owner and holder of such portion of the claim, and directing that all payments or distributions of money or property in respect of such portion of the claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed  
this 29 day of June 2010.

**GOLDMAN SACHS LENDING PARTNERS LLC**

By:   
Name: Nancy Y. Kwok  
Title: Authorized Signatory

**SERENGETI OVERSEAS MM L.P.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Execution Version]

**EVIDENCE OF TRANSFER OF CLAIM**

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, GOLDMAN SACHS LENDING PARTNERS LLC ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to SERENGETI OVERSEAS MM L.P. ("Purchaser") 50% of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Lehman Brothers Holdings Inc. ("LBHI") (the "Debtor"), the debtor in Case No. 08-13555 (JMP) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 33658) (50% of such claim) filed by Seller or its predecessor-in-interest with the Bankruptcy Court in respect of the foregoing claim.

Seller hereby waives any objection to the transfer of 50% of the claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser 50% of the foregoing claim, recognizing Purchaser as the sole owner and holder of such portion of the claim, and directing that all payments or distributions of money or property in respect of such portion of the claim be delivered or made to Purchaser.


IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed  
this 29 day of June 2010.

GOLDMAN SACHS LENDING PARTNERS LLC

By: \_\_\_\_\_  
Name:  
Title:

SERENGETI OVERSEAS MM L.P.

By:   
Name:  
Title: **Wai-Yen Lau**  
Director

<b>United States Bankruptcy Court/Southern District of New York</b> Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		<b>PROOF OF CLAIM</b>	
In Re: Lehman Brothers Holdings Inc., et al. <b>Debtors.</b>	Chapter 11 Case No. 08-13555 (JMP)	UNIQUE IDENTIFICATION NUMBER: 1000221567	
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.		Case No. of Debtor 08-13555 (JMP)	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)			
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)  ZAIS Matrix VI-C Ltd. c/o Seward & Kissel LLP One Battery Park Plaza New York, New York 10004-1485 Attn: Justin L. Shearer, Esq.		<div style="border: 1px solid black; padding: 5px;"> <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.                 </div> <div style="border: 1px solid black; padding: 5px;"> <b>Court Claim Number:</b> _____                      (If known)                 </div> <div style="border: 1px solid black; padding: 5px;"> <b>Filed on:</b> _____                 </div>	
Telephone number: (212) 574-1200      Email Address: shearer@sewkls.com		Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP)      0000033658 	
Name and address where payment should be sent (if different from above)  ZAIS Matrix VI-C Ltd. c/o ZAIS Group, LLC, Attn: Russell Prince 2 Bridge Avenue, Suite 322 Red Bank, New Jersey 07701		<div style="border: 1px solid black; padding: 5px;"> <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.                 </div> <div style="border: 1px solid black; padding: 5px;"> <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.                 </div>	
Telephone number: (732) 450-7459      Email Address: russ.prince@zaisgroup.com			
<b>1. Amount of Claim as of Date Case Filed: \$8,897,345.32 + (See Attached Addendum)</b> If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6. <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* <b>*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.</b> <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> if claim is based on a Derivative Contract or Guarantee.		<b>5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a).</b> If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim:  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).  <b>Amount entitled to priority:</b> \$ _____	
<b>2. Basis for Claim: Guarantee (See Attached Addendum)</b> (See instruction #2 on reverse side.)		<b>FOR COURT USE ONLY</b> <div style="text-align: center; font-size: 2em; transform: rotate(-90deg);">                         FILED                          S.D.N.Y.                          2009 SEP 22 P 12:25                          U.S. BANKRUPTCY COURT                     </div>	
<b>3. Last four digits of any number by which creditor identifies debtor: _____</b> <b>3a. Debtor may have scheduled account as: _____</b> (See instruction #3a on reverse side.)		<b>6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____</b> (See instruction #6 on reverse side.)	
<b>4. Secured Claim (See instruction #4 on reverse side.)</b> See Attached Addendum Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ <b>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</b>		<b>7. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. <b>8. Documents:</b> Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. <b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b> If the documents are not available, please explain: _____	
<b>Date:</b> 9/18/09	<b>Signature:</b> The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. <i>ZAIS Matrix VI-C Ltd.</i> By: <i>[Signature]</i> its <i>SR Portfolio Mgr.</i>		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			